

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case Nos. 00-B-41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF : through 00-B-41196 (SMB)
CENTERS, INC., et. al., :
: (Jointly Administered)
Debtors. :
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ORDER APPROVING INVESTMENT GUIDELINES

1. Upon the motion (the "Motion") of the above captioned debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to section 345 of the United States Bankruptcy Code for an order approving certain investment guidelines for the investment of cash and cash equivalents, as is more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Motion having been provided to the United States Trustee, counsel to the Official Committee of Unsecured Creditors ("Committee"), counsel to The Chase Manhattan Bank, as Agent for the Pre-Petition Lenders and as Agent for the DIP Lenders ("Chase") and all parties filing a notice of appearance in these cases, and it appears that no other or further notice need be provided; and the hearing ("Hearing") of the Motion having been held on March 22, 2001; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and upon the Motion and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDER, ADJUDGED AND DECREED that:

1. The Motion is granted.
2. Notice of the Hearing was adequate and in accordance with the Federal Rules of Bankruptcy Procedure.
3. The Debtors are authorized, but not obligated, to invest their cash and cash equivalents in accordance with the investment guidelines set forth on Exhibit "A" to the Motion (the "Investment Guidelines"), in addition to the investments permitted by section 345 of the Bankruptcy Code.
4. The Investment Guidelines may be amended by the Court from time to time upon application by the Debtors, with notice limited to the United States Trustee, counsel to Chase and counsel to the Committee.
5. The Debtor's compliance with the Investment Guidelines shall be deemed to constitute compliance with section 345 of the Bankruptcy Code, and the Debtors are relieved from the obligation under section 345(b) of the Bankruptcy Code to obtain a bond from any entity with which money is deposited or invested in accordance with the Investment Guidelines.

Dated: New York, New York
March 22, 2001

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE